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January 13, 2012

Via Electronic Filing

RECORDATION NO. 30065 FILED

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423
Attn: Office of Recordations

JAN 13 '12 -11 57 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Loan and Security Agreement, dated as of December 29, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Borrower:

ALF I, INC.
70 West Madison, Suite 2340
Chicago, Illinois 60602


Secured Party:

Fifth Third Bank
222 South Riverside Plaza, 32nd Floor
Chicago, Illinois 60606

Included in the property covered by the aforesaid Memorandum of Loan and Security Agreement are all locomotives, rolling stock and equipment intended for use and related to interstate commerce, and includes rolling stock listed on Exhibit A to the Memorandum or acquired by the Debtor or its or their successors after the date of the Memorandum of Loan and Security Agreement.

A check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee is being sent separately.

Respectfully submitted,


Jeremy M. Berman
Attorney for Secured Party

Enclosure

JAN 13 '12 -11 57 AM

MEMORANDUM OF LOAN AND SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of December 29, 2011, is made by and between Fifth Third Bank, an Ohio banking corporation, 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois 60606, (the "Bank"), and ALF I, INC., an Illinois corporation, with its chief executive office and principal place of business at 70 West Madison, Suite 2340, Chicago, Illinois 60602 (the "Borrowers").

WHEREAS, Borrowers and Bank are parties to that certain Loan and Security Agreement ("Loan Agreement"), dated as of December 29, 2011;

1. ACCORDINGLY, pursuant to the terms of the Loan Agreement (as the same may be amended and/or restated from time to time), and to secure the payment and performance of any and all of Borrowers' obligations to the Bank, Borrowers granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrowers' right, title and interest in and to Rolling Stock ("Collateral") more specifically identified on Exhibit A, and any Collateral acquired by Borrowers subsequent to December 29, 2011, to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever.

[The rest of this page has been intentionally left blank – signature page follows]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

ALF I, INC., an Illinois Corporation

By: 

Name: Vincent A. Kolber

Title: President

WITNESS:

FIFTH THIRD BANK, an Ohio Banking Corporation

By: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

ALF I, INC., an Illinois Corporation

By: _____

Name: _____

Title: _____

WITNESS:

Lillian Bello

FIFTH THIRD BANK, an Ohio Banking Corporation

By: Craig Schuth

Title: Craig Schuth
Vice President
Fifth Third Bank

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 13th day of January, 2012, before me, a Notary Public of the County and State aforesaid, personally appeared Craig Schuth to me personally known, who being by me duly sworn, says that he is the Vice President of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Deborah A. Guzman
Notary Public

My Commission Expires:



STATE OF ILLINOIS)

) ss

COUNTY OF COOK)

On this 30th day of December, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Vincent A. Kolber to me personally known, who being by me duly sworn, says that he is the President of ALF I, INC., an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Sara Jacobs
Notary Public

My Commission Expires:



STATE OF ILLINOIS)

) ss

COUNTY OF COOK)

On this 30th day of December, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

EXHIBIT A

**Number
of
Cars**

Type and Description

59 5,161 cubic foot capacity, 112 ton covered triple hopper cars, marked and numbered DME 515001, 515004, 515005, 515009, 515012, 515013, 515018, 515023, 515025, 515028, 515031, 515032, 515034, 515036, 515039, 515040, 515044, 515045, 515048, 515049, 515053, 515054, 515056, 515058, 515060, 515062, 515063, 515067, 515070, 515071, 515076, 515078, 515080, 515081, 515082, 515087, 515088, 515089, 515090, 515091, 515096, 515097, 515101, 515102, 515103, 515105, 515106, 515108, 515111, 515115, 515117, 515119, 515120, 515121, 515122, 515123, 515124, 515128, and 515129.

**Number
of Cars**

Type and Description

68 5,161 cubic foot capacity, 112 ton covered triple hopper cars marked and numbered DME 515000, 515002, 515003, 515006, 515007, 515008, 515010, 515011, 515014, 515015, 515016, 515017, 515019, 515020, 515021, 515022, 515024, 515026, 515027, 515029, 515030, 515033, 515035, 515038, 515041, 515042, 515043, 515046, 515047, 515050, 515052, 515055, 515059, 515061, 515064, 515065, 515066, 515068, 515069, 515072, 515073, 515074, 515075, 515077, 515079, 515083, 515084, 515085, 515086, 515092, 515093, 515094, 515095, 515098, 515099, 515100, 515104, 515107, 515109, 515110, 515112, 515114, 515116, 515118, 515125, 515126, 515127, and 515172